

ORIGINAL

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

VILLAGE OF ELWOOD, WILL COUNTY,
ILLINOIS,

Petitioner,

v.

CENTERPOINT INTERMODAL LLC,
BURLINGTON NORTHERN and SANTA FE
RAILWAY COMPANY and STATE OF
ILLINOIS DEPARTMENT OF
TRANSPORTATION

Respondents.

Petition for an order of the Illinois
Commerce Commission authorizing the
establishment of four new grade crossings
along the Industrial Park Lead track and
an associated wye connection track owned
by Centerpoint, Intermodal LLC, at
Baseline Road, Center Industrial Park
Drive, Park Road, and East Access Road
(a/k/a/ Strawn Road) in the Village of
Elwood, Will County, Illinois, directing
interim grade crossing protections and
subsequent installation of automatic
protection devices at certain of the
crossings, the construction of the
crossings proper, and dividing the
cost among the parties.

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Illinois Commerce Commission
RAIL SAFETY SECTION

**RESPONDENT, THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY'S EXCEPTIONS TO ADMINISTRATIVE LAW
JUDGE'S PROPOSED ORDER**

Now comes respondent, The Burlington Northern and Santa Fe Railway Company ("BNSF"), by its attorneys, Kenneth J. Wysoglad & Associates and for BNSF's exceptions to the Administrative Law Judge's proposed order states as follows:

1. The Administrative Law Judge proposed order incorrectly requires BNSF to install the Baseline Road at grade crossing surface and incorrectly requires

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SEP 18 2002

BNSF to maintain the aforesaid at grade crossing at its sole expense. In this case, the evidence is clear that respondent, BNSF is not constructing and will not own the Industrial Park lead track, ancillary rail facilities or roadways at issue in the instant matter. The Hearing Examiner correctly determined that Centerpoint Intermodal LLC will construct the Industrial Park lead track. and is owner of the same. Consistent with Centerpoint Intermodal LLC's construction of the Industrial Park lead track, Centerpoint Intermodal LLC must be responsible for construction of the at grade crossing at the intersection of the proposed Industrial Park lead track and Baseline Road. In that regard, Mr. Eric Gilbert, Project Manager for Centerpoint Intermodal LLC Center Deer Run specifically testified that Centerpoint Properties is specifically responsible for constructing the proposed Baseline Road at grade crossing (Exhibit A, p. 134, lines 7-10)[See also: testimony of Martin Ross and Neil Doyle both testifying that Centerpoint would be responsible for installation of the crossing surface. Exhibit A, pp. 56, 57, 70 and Exhibit A, p. 28, respectively]. Additionally, with respect to maintenance of the aforesaid at grade crossing, in its petition, the Village of Elwood specifically stated that "Upon completion of each phase of the ILT and the construction of Baseline Road,..., the Village shall maintain (or cause to be maintained pursuant to written agreement with Centerpoint) each of the ILT points of crossing and the adjacent Elwood public roadways affected thereby." (Exhibit B, petition, pp. 2, 3, ¶ 6).

Based on the foregoing, the Illinois Commerce Commission should not direct BNSF to install and/or maintain, at its expense or otherwise, the proposed Baseline Road at grade crossing. Based on the evidence submitted in this case, the cost of construction of the aforesaid at grade crossing and responsibility for construction thereof should be assigned to respondent, Centerpoint Intermodal LLC. Pursuant to its own petition, the responsibility for maintaining the aforesaid at grade crossing, including the cost thereof, should be assessed against petitioner.

2. Just as respondent, BNSF should be not be required to install and maintain the Baseline Road at grade crossing surface, respondent, BNSF should not be required to install and/or maintain, including the cost of maintaining, the automatic warning devices ordered to be installed at Baseline Road at grade crossing. As set forth above, Centerpoint Intermodal LLC is constructing, and will own, the Industrial Park lead track. Respondent, BNSF will have no control or ownership of the track and associated track structures, including the automatic warning devices. Further, in its petition the Village of Elwood requested that Centerpoint Intermodal LLC install and thereafter maintain the necessary and appropriate automatic warning devices. (Exhibit B, p. 6, ¶ 4) At public hearing, Mr. Neil Doyle of Centerpoint Properties testified in response to direct examination by Attorney Breslin that Centerpoint would construct and pay for all warning devices required to be installed at the Baseline Road at grade crossing location, with the actual work to be

performed by a general contractor hired by Centerpoint. (Exhibit A, p. 18). In fact, anticipating and acknowledging its obligation to install the subject warning devices, Centerpoint presented direct testimony through its witness, David Irving as to the time it would take Centerpoint to install the warning devices (12 months) and the projected cost (\$100,000). (Exhibit A, p. 114) Certainly, after Centerpoint installs the warning devices it should maintain the same as BNSF would have no right or authority to enter upon the property of others to perform maintenance on equipment that it does not own or control.

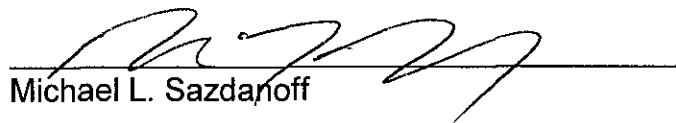
Wherefore, BNSF requests that the Administrative Judge's proposed order be modified as follows:

- A. An additional finding of fact should be inserted on page 2 of the proposed order stating: "Centerpoint Intermodal LLC is the developer of certain property in Elwood, Illinois and desires to build and extend its railroad track over and across Baseline Road".
- B. Amend finding of fact (5) on page 2 of the proposed order by deleting "Railway" and substituting "Centerpoint Intermodal LLC."
- C. Amending finding of fact (10) on page 3 of the proposed order by deleting the words: "Railway's" and "Railway" and substituting "Centerpoint Intermodal LLC's" and "Centerpoint Intermodal LLC", respectively.

- D. Amend the first ordering paragraph on pages 3, 4 of the proposed order by deleting: "the Burlington Northern and Santa Fe Railway Company" and substituting "Centerpoint Intermodal LLC".
- E. Amend the second ordering paragraph on p. 4 of the proposed order by deleting: "Burlington Northern and Santa Fe Railway Company" and inserting "Centerpoint Intermodal LLC".
- F. Amend the fifth ordering paragraph on p. 4 of the proposed order by deleting: "Burlington Northern and Santa Fe Railway Company" and inserting "Centerpoint Intermodal LLC".
- G. Amend the sixth ordering paragraph on p. 4 of the proposed order by deleting: "Burlington Northern and Santa Fe Railway Company" and inserting "Centerpoint Intermodal LLC".
- H. Amend the seventh ordering paragraph on p. 4 of the proposed order by deleting: "Burlington Northern and Santa Fe Railway Company" and inserting "Centerpoint Intermodal LLC".
- I. Delete the eighth and ninth ordering paragraphs on pp. 4, 5 of the proposed order in their entirety.

- J. Amend the tenth ordering paragraph on p. 5 of the proposed order by deleting: "Burlington Northern and Santa Fe Railway Company" and inserting "Centerpoint Intermodal LLC".
- K. Amend the eleventh ordering paragraph on p. 5 of the proposed order by deleting: "Burlington Northern and Santa Fe Railway Company" and inserting "Centerpoint Intermodal LLC".

KENNETH J. WYSOGLAD & ASSOCIATES


Michael L. Sazdanoff

Michael L. Sazdanoff
Kenneth J. Wysoglad & Associates
Attorneys for Respondent
The Burlington Northern and Santa Fe Railway Company
118 S. Clinton Street, Suite 700
Chicago, Illinois 60661
(312) 441-0333

STENOGRAPHIC TRANSCRIPT OF PROCEEDINGS

BEFORE THE

Illinois Commerce Commission

DOCKET NO. T02 - 0038

IN THE MATTER OF:

VILLAGE OF ELWOOD, WILL COUNTY, IL

VS

CENTERPOINT INTERMODAL, et al

PLACE: Chicago, Illinois

DATE: June 20, 2002

PAGES: 1 - 90

SULLIVAN REPORTING COMPANY

OFFICIAL REPORTERS

TWO NORTH LA SALLE STREET

SUITE 1780

CHICAGO, ILLINOIS 60602

312-782-4705

SPRINGFIELD, ILLINOIS

217-528-8984

EXHIBIT **A**

1 were pointing to just before?

2 **A.** That is referred to as Future Industrial
3 Park Road. This is a road that, if and when the
4 development of this eastern edge of the industrial
5 park requires a road, we'll construct that. Its
6 location is yet to be determined, but will be
7 determined by the development itself.

8 **Q.** Mr. Doyle, who will be constructing the
9 inner park lead track if all appropriate approvals
10 are received?

11 **A.** CenterPoint Properties will be constructing
12 the inner park lead track.

13 **Q.** At whose expense?

14 **A.** The expense of CenterPoint Properties.
15 We'll hire a general contractor. The plans are
16 actually done for the most part and we'll simply
17 tell them to go.

18 **Q.** And if there are mandated improvements for
19 grade crossings, who would be constructing those
20 improvements and at whose expense?

21 **A.** CenterPoint Properties at CenterPoint
22 Properties' expense.

1 lead track that you've referenced, when do you
2 anticipate completion of construction of that
3 track, assuming all the necessary governmental
4 approvals, et cetera, are obtained?

5 A. Upon an order from the ICC, we anticipate
6 it's approximately 60 days of construction from the
7 day of that order.

8 Q. Okay. So you will also -- you anticipate
9 that this lead track will be completed this
10 calendar year?

11 A. Absolutely.

12 Q. Okay.

13 A. In fact, we may construct it stopping short
14 of the -- the only --

15 Q. Various roadways?

16 A. Let me clarify.

17 The only crossing we anticipate hitting
18 this year is Baseline Road.

19 Q. Fine.

20 A. I do not anticipate nor have I scheduled
21 the inner park lead track to cross Center
22 Industrial Park Road this year.

1 Q. Is your testimony based upon the relative
2 volume and speed of the train traffic and your work
3 as a traffic engineer?

4 A. Yes. Yes.

5 Q. Is funding through the Grade Crossing
6 Protection Fund requested?

7 A. No.

8 Q. What agencies are participating in the cost
9 of this project?

10 A. The agencies participating is the Illinois
11 Department of Transportation through their Economic
12 Development Program picking up approximately 50
13 percent of the cost of the roadway improvements.
14 The Village of Elwood in these cases picking up
15 part of the cost, and then CenterPoint Properties
16 through the Village of Elwood is funding part of
17 the roadway improvements also.

18 Q. As you understand the cost allocation here,
19 the construction of the IPL track itself would be
20 borne by CenterPoint Properties?

21 A. Yeah. Yes.

22 Q. And so that your answer to the previous

1 question referenced the crossing themselves; is
2 that correct?

3 A. Yeah. They would -- it's our understanding
4 they would be responsible -- or my understanding
5 they would be responsible for the installation of
6 the track and the crossing surface.

7 Q. Who will be responsible for maintaining the
8 roadways?

9 A. The Village of Elwood.

10 Q. And who will be responsible for maintaining
11 the tracks?

12 A. CenterPoint Properties or one of its
13 assignees.

14 Q. When do you anticipate the start of
15 construction?

16 A. The -- East Access Road and Baseline are
17 currently under construction right now. Center
18 Industrial Park Road, we anticipate construction
19 beginning in the fall and finishing, hopefully,
20 this year.

21 And then concurring with what Mr. Doyle
22 testified, the IPL track is scheduled to be built

1 Q. Is your firm, Transystems, responsible for
2 the design and, I guess, construction of what's
3 depicted on Exhibit No. 5 including the trackage
4 and crossing location and the intersection?

5 A. Yes, except for what's shown in dashed
6 lines for Center Industrial Park Road.

7 Q. Okay. And that would be essentially north
8 of the northerly edge of the proposed grade
9 crossing location?

10 A. Correct.

11 Q. Okay. I noticed on Exhibit 4 the
12 possibility or the suggestion of a second track --
13 you don't have to go back.

14 A. Okay.

15 Q. There's no intention as we sit here today
16 to put in a second lead track?

17 A. No.

18 Q. Okay. The current plan is just for one
19 track?

20 A. Yes.

21 Q. Could you look -- I think you already
22 testified to this, but could you look at Exhibit 5

STENOGRAPHIC TRANSCRIPT OF PROCEEDINGS

BEFORE THE

Illinois Commerce Commission

DOCKET NO. T02 - 0038

IN THE MATTER OF:

VILLAGE OF ELWOOD, WILL COUNTY, IL

VS

CENTERPOINT INTERMODAL, et al

PLACE: Chicago, Illinois

DATE: August 22, 2002

PAGES: 91 - 145

SULLIVAN REPORTING COMPANY

OFFICIAL REPORTERS

TWO NORTH LA SALLE STREET

SUITE 1780

CHICAGO, ILLINOIS 60602

312-782-4705

SPRINGFIELD, ILLINOIS

217-528-8964

1 A. In our analysis, we base -- all our decisions
2 are based on full build-out.

3 Q. I believe you have heard the railroad's
4 suggestion that a limit -- speed limit of 20 miles an
5 hour along the track would be an upper limit. Is --
6 does that sound reasonable to you? Does that conclude
7 that sound likely to occur?

8 A. I think that's likely to occur. One of the
9 other stipulations with the yard limits would be that
10 trains have to be able to stop within half the range
11 of vision, which will keep the trains at -- at or
12 below that speed as has been discussed earlier.

13 Q. Over the next -- well, strike that. If the
14 Commission were to order automatic flashing lights at
15 this crossing, what would you anticipate to be the
16 likely period of time that it would take in order to
17 design, construct, and bring those improvements to an
18 operational stand?

19 A. It would be about 12 months at the earliest.

20 Q. Do you have an estimate of cost?

21 A. I would say it would be somewhere in the
22 vicinity of around a hundred thousand dollars. That's

1 association -- I'm familiar with the agreement. I
2 don't know it verbatim, so I don't know exactly what
3 the specifics are with respect to that question, but
4 my understanding was that we are to provide -- my
5 understanding is that we are not responsible for that
6 crossing.

7 Q. Are you responsible for providing its
8 construction?

9 A. We are -- we are constructing that crossing,
10 yes, the park association.

11 Q. Are you splitting hairs with me or are you
12 seriously saying that the warning devices are not part
13 and parcel of the crossing that you are obligated to
14 install?

15 A. They are through the park association.

16 Q. Is the park association paying for the track
17 construction?

18 A. The cost for the track construction is
19 initially coming from CenterPoint. Whether that cost
20 can be allocated to the other owners, I'm not aware
21 of.

22 Q. And you are suggesting that the crossing and

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

VILLAGE OF ELWOOD, WILL COUNTY, ILLINOIS)
Petitioner)
vs.)
CENTERPOINT INTERMODAL LLC,)
BURLINGTON NORTHERN AND SANTA FE)
RAILWAY COMPANY,)
and)
STATE OF ILLINOIS)
DEPARTMENT OF TRANSPORTATION,)
Respondents)

No. 102-0038

Petition for an Order of the Illinois Commerce Commission authorizing the establishment of four new grade crossings along the Industrial Park Lead track and an associated wye connection track owned by CenterPoint Intermodal LLC, at Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road (a/k/a Strawn Road) in the Village of Elwood, Will County, Illinois, directing interim grade crossing protections and subsequent installation of automatic protection devices at certain of the crossings, the construction of the crossings proper, and dividing the cost among the parties.

PETITION

Now comes the Petitioner, Village of Elwood, Will County, Illinois (hereinafter "Village") by ROBERT T. BLUM, Village President, and respectfully petitions the Honorable Commission as follows:

1. The Respondent, CenterPoint Intermodal LLC, an Illinois limited liability company (hereinafter "CenterPoint"), proposes to construct a single industrial park lead track (hereinafter "IPL") through the Village, beginning at a rail yard operated by the Burlington Northern & Santa Fe Railway Company (hereinafter "BNSF"), and continuing eastward within the CenterPoint Intermodal Center at Deer Run Industrial Park. Upon information and belief, the initial segment of the IPL, consisting of approximately 3.5 miles of track and identified in the attached Exhibit 'A', will be constructed during calendar year 2002 (hereinafter, the "Phase 1 IPL").

2. Upon information and belief, within 36 months hereafter, CenterPoint proposes to construct a further eastward extension of the IPL (hereinafter, the "Phase 2 IPL") as identified in the attached Exhibit 'A', consisting of approximately 0.8 miles of track and including two switch connections between the IPL and the existing Union Pacific Railroad main line (hereinafter, the "Wye Connections").

3. The Village is constructing, or proposes to construct, four public roadways, namely Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road (a/k/a Strawn Road) (at various times hereinafter collectively known as "Elwood public roadways").

4. As shown on the maps and plans attached hereto and incorporated herein by reference and designated as Exhibits 'B' (Profiles): (i) the Phase 1 IPL will cross the Elwood public roadways at two locations within the Village, namely Baseline Road and Center Industrial Park Drive, and (ii) the Phase 2 IPL will cross the Elwood public roadways at two locations within the Village, namely Park Road and East Access Road (a/k/a Strawn Road).

5. Each of said crossings are located within the corporate limits of the Village.

6. Upon completion of each phase of the IPL and the construction of Baseline Road, Center Industrial Park Drive, Park Road and East Access Road, the Village shall maintain (or cause

to be maintained pursuant to written agreement with CenterPoint) each of the IPL points of crossing, and the adjacent Elwood public roadways affected thereby.

7. The Village has jurisdiction of the portion of Baseline Road adjacent to the IPL crossing under the laws of the State of Illinois (the Illinois Highway Code). Baseline Road will provide access to local and state traffic across the IPL in a north-south direction generally between Arsenal Road and East Access Road.

8. The Village has or will have jurisdiction of Center Industrial Park Drive under the laws of the State of Illinois (the Illinois Highway Code). Center Industrial Park Drive will provide access to local and state traffic across the IPL in a north-south direction generally between Drummond Road and East Access Road.

9. The Village has jurisdiction of Park Road under the laws of the State of Illinois (the Illinois Highway Code). Park Road will provide access to local traffic across the IPL in a north-south direction generally between Mississippi Avenue and East Access Road.

10. The Village has jurisdiction of East Access Road under the laws of the State of Illinois (the Illinois Highway Code). East Access Road will provide access to local and state traffic across the IPL in an east-west direction generally between Baseline Road and Illinois State Route 53.

11. Upon information and belief, Baseline Road will be completed during the calendar year 2002 as a 48 foot wide (as measured from edge of pavement to edge of pavement) Portland cement concrete surface street with curb and gutter.

12. Upon information and belief, Center Industrial Park Drive will be constructed during the calendar year 2002 as a 36 foot wide (as measured from edge of pavement to edge of pavement) bituminous concrete surface street with curb and gutter.

13. Upon information and belief, Park Road will be completed during the calendar year 2002 as a 32 foot wide (as measured from edge of pavement to edge of pavement) bituminous concrete surface street with curb and gutter.

14. Upon information and belief, East Access Road will be constructed during the calendar year 2002 as a 36 foot wide (as measured from edge of pavement to edge of pavement) bituminous concrete surface street with curb and gutter.

15. The construction of Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road is vitally needed to accommodate, and to provide safe and secure travel for: (i) vehicle and truck traffic anticipated to be generated by the CenterPoint Intermodal Center at Deer Run Industrial Park, (an approximate 2,100 acre industrial, commercial and transportation development currently in various stages of planning and construction, and scheduled to begin service in August 2002), and (ii) local traffic bypassing the existing residential district of the Village.

16. Upon information and belief, the rail traffic on the IPL at and near the aforesaid crossings will be freight of low volume. Further, the IPL will be primarily utilized as a switching track with trains operating at low speeds, with movements made during both daylight and darkness.

17. Upon information and belief, the BNSF will be the sole line haul railroad operating locomotives and moving freight over and across the IPL, and will provide reciprocal switching services to other main line carriers by agreement.

18. Upon information and belief, CenterPoint anticipates a low volume and frequency of locomotive and freight traffic traveling upon the IPL during the first 24 months of operations, and consequently, the installation of reflectorized crossbucks, pavement markings, advance warning signs and the requirement for a watchman accompanying trains at the IPL crossings at Baseline

Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road) will provide safe and suitable grade crossing protection for said initial 24 month period.

19. The installation of automatic protective devices along the IPL at three of the proposed crossings, namely Baseline Road, Center Industrial Park Drive and East Access Road, will be necessary in the interest of public safety from and after the initial 24-month period of operations on the IPL; and that automatic flashing lights and signals are appropriate as protective devices at those three crossings from and after the initial 24-month period of operations on the IPL.

20. The installation of automatic protective devices at the proposed Park Road crossing is not necessary in the interest of public safety; that reflectorized crossbucks, pavement markings, and advance warning signs are appropriate as protective devices.

21. Precast concrete surface crossings at the tracks of the aforesaid four crossings will best serve the anticipated use of the crossing by highway traffic.

22. The cost of all of said improvements should be reasonably apportioned between the parties in accordance with the law.

20. Petitioner further specially requests that all necessary steps be taken by this Honorable Commission to expedite, accelerate and advance upon its docket for immediate consideration, the matter of this Petition.

WHEREFORE, Petitioner prays that the Honorable Commission will set the aforesaid matter for hearing with notice to the Parties hereto, and after such hearing enter an Order:

1. Authorizing the establishment of four new grade crossings along CenterPoint's IPL at Baseline Road, Center Industrial Park Drive, Park Road and East Access Road (a/k/a Strawn Road) as shown on the attached Exhibits 'B' (Profiles).

2. Directing that Respondent, BNSF, provide watchmen for grade crossing protection upon and for all locomotives using the IPL during the initial 24-month period of operations thereon.

3. Directing the Respondent, CenterPoint, to install interim grade crossing protections at the public crossings at Baseline Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road) during the initial 24-months of operations over the IPL, consisting of reflectorized crossbucks, pavement markings, and advance warning signs.

4. Directing the Respondent, CenterPoint, to install the system of grade crossing protections and automatic protective devices consisting of flashing lights and signals, conforming with the provisions of 92 Illinois Administrative Code, Part 1535, at Baseline Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road) from and after the initial 24-months of operations over the IPL; and further directing that Respondent, CenterPoint, or its successors and assigns, shall thereafter operate and maintain the system of grade crossing protections and automatic protective devices consisting of flashing lights and signals, at Baseline Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road).

5. Directing the Respondent, CenterPoint, to install grade crossing protections at Park Road, consisting of reflectorized crossbucks, pavement markings, and advance warning signs.

6. Directing the Respondent, CenterPoint, to install precast concrete surface grade crossings at the four aforesaid crossings; and further directing that Respondent, CenterPoint, or its successors and assigns, shall thereafter maintain the precast concrete surface grade crossings at the four aforesaid crossings.

7. Dividing the cost involved among the parties.

8. Directing that all of the above requirements be contingent upon (i) the opening and improvement of Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road

(a/k/a Strawn Road), and (ii) the extension of the IPL so as to cross said Elwood public roadways as proposed;.

9. For such other and further relief that this Honorable Commission finds just, fair and appropriate.

DATED at Elwood, Illinois this 19th day of April, A.D. 2002.

Respectfully submitted,

THE VILLAGE OF ELWOOD
WILL COUNTY, ILLINOIS,



BY: ROBERT T. BLUM, President

VERIFICATION

STATE OF ILLINOIS

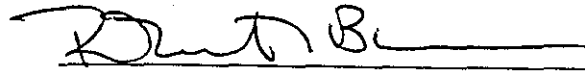
)

)

COUNTY OF WILL

)

I, ROBERT T. BLUM, being duly sworn upon oath depose and say that I am President for the Village of Elwood, Will County, Illinois; that I have read the foregoing Petition by me subscribed and know the contents there of; and except those matters set forth upon information and belief, state contents are true in substance and in fact.


Elwood Village President

SUBSCRIBED AND SWORN TO me this
19th day of April, 20 02.


NOTARY PUBLIC



Sponsor

PROOF OF SERVICE

STATE OF ILLINOIS)
)
COUNTY OF WILL)

I, Dennis P. Lindell, hereby certify that I have served true and correct copies of the foregoing Petition to the following, by sending the same to them via Airborne Express from Naperville, Illinois this 19th day of April, 2002.

Illinois Department of Transportation
Mr. James L. Easterly, Director
Division of Highways
Secretary of Transportation
2300 South Dirksen Parkway
Springfield, IL 62764

and

Mr. James Ford
Vice President, Rail and Land Development
CenterPoint Properties
1808 Swift Drive
Oak Brook, IL 60523-1501

Dennis P. Lindell
Name: Dennis P. Lindell
Title: Attorney at Law

SUBSCRIBED AND SWORN TO me this
19th day of April, 2002.

Dayna Richelle Salzmänn
NOTARY PUBLIC



PROOF OF SERVICE

Michael L. Sazdanoff, being first duly sworn on oath, deposes and says that on the 16th day of SEPTEMBER, 2002, he caused to be served, a true and correct copy of **RESPONDENT, THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY'S EXCEPTIONS TO ADMINISTRATIVE LAW JUDGE'S PROPOSED ORDER** upon:

Mr. Edward P. Graham
Attorney
1112 S. Washington Street, Suite 212
Naperville, Illinois 60540

Mr. Henry Humphries
Railroad Section
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, Illinois 62701

Mr. James Easterly
Director, Division of Highways
Illinois Department of Transportation
2300 S. Dirksen Pkwy., Suite 300
Springfield, IL 62764

Ms. June Tate
Administrative Law Judge
Illinois Commerce Commission, 8th Floor
160 N. LaSalle Street
Chicago, Illinois 60601

Mr. Kevin E. Breslin
333 N. Wacker Drive, Suite 1800
Chicago, IL 60606

by depositing same in the U.S. Mail depository located at Adams and Clinton Streets, Chicago, Illinois in an envelope(s) with first-class postage, prepaid.

